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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF ARIZONA**

In Re:)	Chapter 11
)	
BCE WEST, L.P., <i>et al.</i> ,)	Case Nos. 98-12547
)	through 98-12570 ECF CGC
Debtors.)	Jointly Administered
)	
EID # 38-3196719)	MOTION FOR APPROVAL
)	OF FOURTH AMENDMENT TO
)	DEBTOR IN POSSESSION
)	CREDIT AGREEMENT
)	
)	

BCE West L.P., Boston Chicken, Inc., Mayfair Partners, L.P., BC Great Lakes, L.L.C., BC GoldenGate, L.L.C., B.C.B.M. Southwest L.P., BC Boston, L.P., BC Superior, L.L.C., BC Heartland, L.L.C., BC Tri-States, L.L.C., Finest Foodservice, L.L.C., BC New York, L.L.C., R&A Food Services, L.P., P&L Food Services, L.L.C., Mid-Atlantic Restaurant Systems, Inc., BCI Massachusetts, Inc., BCI Southwest Inc., BC Real Estate Investments, Inc., BCI Mayfair, Inc., Progressive Food Concepts, Inc., BCI R&A, Inc., BCI West, Inc., BCI Acquisition Sub, L.L.C., and Buffalo P&L Food Services, Inc., debtors and debtors in possession (the "Debtors")

1 file this Motion for Approval of Fourth Amendment to Debtor in Possession Credit Agreement
2 (the "Motion"). In support of this Motion, the Debtors state as follows:

3
4 **I. JURISDICTION**

5 1. This Court has jurisdiction to hear this Motion pursuant to 28 U.S.C. §§ 157 and
6 1334. This Motion presents a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(A)
7 and (O). The relief requested by this Motion may be granted in accordance with the provisions of
8 11 U.S.C. §§ 105(a) and 364.
9

10 **II. BACKGROUND**

11 2. On October 5, 1998 (the "Petition Date"), the Debtors filed with this Court their
12 respective voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code, 11
13 U. S. C. §§ 101 et seq. (the "Bankruptcy Code").
14

15 3. On October 29, 1998, this Court entered its Order Approving Postpetition
16 Financing and Granting Liens and Super Administrative Priority Pursuant to 11 U.S.C. § 364 (a)
17 and (d) and Modifying the Automatic Stay (the "DIP Order"). The DIP Order approved the terms
18 and conditions of the Debtor in Possession Credit Agreement dated as of October 5, 1998 (the
19 "DIP Credit Agreement").
20

21 4. On November 4, 1998, this Court entered both the Agreed Order Authorizing Use
22 of Cash Collateral and Granting Adequate Protection to 1996 Lenders (the "1996 Order") and the
23 Agreed Order Authorizing Use of Collateral and Granting Certain Adequate Protection to 1995
24 Lenders (the "1995 Order").

25 5. On February 24, 1999, the Debtors filed their first Motion for Approval of
26 Amendment to (1) Debtor in Possession Credit Agreement, (2) Agreed Order Authorizing Use of

1 Cash Collateral and Granting Adequate Protection to 1996 Lenders and (3) Agreed Order
2 Authorizing Use of Collateral and Granting Certain Adequate Protection to 1995 Lenders. The
3 Court entered interim and final orders granting the relief requested.

4 6. On May 25,1999, the Court entered its Interim and Proposed Final Order
5 Approving Amendment No.2 to Debtor in Possession Credit Agreement as a consequence of the
6 request by the Debtors and the DIP lenders.

7 7. On June 29,1999, the Court entered its Interim and Proposed Final Order
8 Approving Amendment No.3 to Debtor in Possession Credit Agreement as a consequence of the
9 request by the Debtors and the DIP lenders.

10
11 **III. RELIEF REQUESTED**

12 8. The Debtors have requested, and the respective agents for the Debtors' secured
13 lenders have preliminarily agreed (subject to appropriate internal approvals and approval by
14 Requisite Lenders) to, certain further amendments to the DIP Order and the DIP Credit
15 Agreement.

16 9. The proposed Amendment No. 4 to Debtor in Possession Credit Agreement
17 ("Amendment No. 4") and the form of Interim and Proposed Final Order Approving Amendment
18 No. 4 to Debtor in Possession Credit Agreement Pursuant to 11 U.S.C. § 364 are attached to this
19 Motion as Exhibit "A."

20 10. It is the Debtors business judgment that the proposed amendments are necessary to
21 continue the business operations in a manner that will enable management to sustain its business
22 turn around plan and to pursue the various sale and investment opportunities presently being
23
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1 explored. The terms of the amendment provide greater flexibility with respect to availability of
2 previously segregated liquidity reserves.

3 11. The terms of the amendments also support the Debtors' request for an extension of
4 the Debtors' plan exclusivity periods.

5 12. The Debtors do not believe that any of the proposed amendments have an adverse
6 or negative impact on operations or the assets of the estates. The Debtors do believe that the
7 proposed amendments are, in fact, in the best interests of the estates and their creditors.
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9 WHEREFORE, the Debtors move this Court for entry of an order approving the above
10 referenced amendments to the DIP Order and the DIP Credit Agreement.
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Respectfully submitted this ___ day of September 1999.

DEBTORS AND DEBTORS IN POSSESSION

By: /s/ H. Rey Stroube, III
One of their Attorneys

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- and -

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that on September ___, 1999 the foregoing document was served by e-mail or by first class United States mail, postage prepaid, on all parties on Master Service List #12 dated August 26, 1999.

/s/ Karen Anders